

SERFF Tracking Number: GRWE-127903288 State: Arkansas

Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:

Company Tracking Number:

TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium

Product Name: Individual Flexible Premium Variable Annuity

Project Name/Number: Individual Flexible Premium Variable Annuity/J555SA

## Filing at a Glance

Company: Great-West Life & Annuity Insurance Company

Product Name: Individual Flexible Premium SERFF Tr Num: GRWE-127903288 State: Arkansas

Variable Annuity

TOI: A03I Individual Annuities - Deferred SERFF Status: Closed-Withdrawn State Tr Num:

Variable

Sub-TOI: A03I.002 Flexible Premium Co Tr Num: State Status: Withdrawn

Filing Type: Form

Author: Sharon Riley

Reviewer(s):

Date Submitted: 12/15/2011

Disposition Date: 12/16/2011

Disposition Status: Withdrawn

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

## General Information

Project Name: Individual Flexible Premium Variable Annuity

Project Number: J555SA

Requested Filing Mode: Review & Approval

Explanation for Combination/Other:

Submission Type: New Submission

Overall Rate Impact:

Status of Filing in Domicile: Authorized

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Individual

Individual Market Type:

Filing Status Changed: 12/16/2011

State Status Changed: 12/16/2011

Created By: Sharon Riley

Corresponding Filing Tracking Number:

Deemer Date:

Submitted By: Sharon Riley

Filing Description:

Individual Flexible Premium Variable Annuity, Form J555SA

## Company and Contact

### Filing Contact Information

Sharon Riley, Senior Counsel and Manager of sharon.riley@gwl.com

Regulatory Services

8515 E. Orchard Road

303-737-1069 [Phone]

9T2

303-737-5444 [FAX]

Greenwood Village, CO 80111

SERFF Tracking Number: GRWE-127903288 State: Arkansas  
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:  
Company Tracking Number:  
TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium  
Product Name: Individual Flexible Premium Variable Annuity  
Project Name/Number: Individual Flexible Premium Variable Annuity/J555SA

### Filing Company Information

Great-West Life & Annuity Insurance Company CoCode: 68322 State of Domicile: Colorado  
8515 East Orchard Road Group Code: 769 Company Type:  
Greenwood Village, CO 80111 Group Name: State ID Number:  
(303) 737-3992 ext. [Phone] FEIN Number: 84-0467907  
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### Filing Fees

Fee Required? Yes  
Fee Amount: \$100.00  
Retaliatory? No  
Fee Explanation: 2 forms x \$50 = \$100  
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Great-West Life & Annuity Insurance Company	\$100.00	12/15/2011	54589060

SERFF Tracking Number: GRWE-127903288 State: Arkansas

Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:

Company Tracking Number:

TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium

Product Name: Individual Flexible Premium Variable Annuity

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Withdrawn	Linda Bird	12/16/2011	12/16/2011

### Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Withdraw Request	Note To Reviewer	Sharon Riley	12/16/2011	12/16/2011

*SERFF Tracking Number:*      *GRWE-127903288*      *State:*      *Arkansas*  
*Filing Company:*      *Great-West Life & Annuity Insurance Company*      *State Tracking Number:*  
*Company Tracking Number:*  
*TOI:*      *A03I Individual Annuities - Deferred Variable*      *Sub-TOI:*      *A03I.002 Flexible Premium*  
*Product Name:*      *Individual Flexible Premium Variable Annuity*  
*Project Name/Number:*      *Individual Flexible Premium Variable Annuity/J555SA*

## **Disposition**

Disposition Date: 12/16/2011

Implementation Date:

Status: Withdrawn

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: GRWE-127903288 State: Arkansas

Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:

Company Tracking Number:

TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium

Product Name: Individual Flexible Premium Variable Annuity

Project Name/Number: Individual Flexible Premium Variable Annuity/J555SA

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		No
Supporting Document	Application		No
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document	Cover Letter		Yes
Supporting Document	Statement of Variability - Application		Yes
Form	POLICY PAGE 5		Yes
Form	Individual Flexible Premium Variable Annuity Application		Yes

SERFF Tracking Number: GRWE-127903288 State: Arkansas  
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:  
Company Tracking Number:  
TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium  
Product Name: Individual Flexible Premium Variable Annuity  
Project Name/Number: Individual Flexible Premium Variable Annuity/J555SA

**Note To Reviewer**

**Created By:**

Sharon Riley on 12/16/2011 02:11 PM

**Last Edited By:**

Linda Bird

**Submitted On:**

12/16/2011 03:36 PM

**Subject:**

Withdraw Request

**Comments:**

We are respectfully requesting that this filing be withdrawn and the filing be closed. Sorry for the inconvenience.

Thank you.

Sharon Riley

SERFF Tracking Number: GRWE-127903288 State: Arkansas

Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:

Company Tracking Number:

TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium

Product Name: Individual Flexible Premium Variable Annuity

Project Name/Number: Individual Flexible Premium Variable Annuity/J555SA

## Form Schedule

### Lead Form Number: J555SA

Schedule Item Status	Form Number	Form Type Form Name	Action	Action Specific Data	Readability	Attachment
	J555SA	Policy/Cont ract/Fratern al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial			J555-05.pdf
	J555app	Application/ Individual Flexible Enrollment Premium Variable Form Annuity Application	Initial			J555app _e consent_.pdf

**Investment Segment Account Value** - the sum of the values of the Sub-Accounts in the Investment Segment credited to the Owner under the Annuity Account.

**Non-Qualified Annuity Contract** - an annuity Contract which is not intended to satisfy the requirements of Section 408(b) of the Code. This Contract may be issued as a Non-Qualified Annuity Contract.

**Owner** - the person or persons named on the Contract Data Page and Rider Data Page, if applicable. The Owner is entitled to exercise all rights and privileges under the Contract while the Annuitant is living. Joint Owners must be one another's Spouse as of the Effective Date. The Annuitant will be the Owner unless otherwise indicated in the application. The Owner must be a natural person.

**Payout Election Date** - the date on which Investment Segment annuity payouts or periodic withdrawals begin. Payout Election Date must be before age 91.

**Portfolio** - an open-end management investment company or portfolio thereof, which serves as a variable investment option under the Series Account.

**Premium Tax** - the amount of tax, if any, charged by a state or other governmental authority.

**Qualified Annuity Contract** - an annuity contract that is intended to qualify under Section 408(b) of the Code. This Contract may be issued as a Qualified Annuity Contract.

**Request** - any instruction in a form, written, telephoned, electronic or computerized, satisfactory to Great-West and received at the Annuity Service Center from the Owner or the Owner's designee (as specified in a form acceptable to Great-West) or the Beneficiary, (as applicable) as required by any provision of this Contract. The Request is subject to any action taken or payout made by Great-West before it was processed.

**Rider** - the Guaranteed Lifetime Withdrawal Benefit Rider issued by Great-West that is initiated by allocating money to an Income Segment Covered Fund.

**Series Account** - the segregated investment account established by Great-West under Colorado law and registered with the Securities and Exchange Commission as a unit investment trust under the Investment Company Act of 1940, as amended. The investment policy of the Series Account may not be changed without any required regulatory approval.

**Spouse** - a person legally married to another person under applicable federal law.

**Sub-Account** - a division of the Series Account holding the shares of a Portfolio in the Investment Segment, the Income Segment, or both. There is a Sub-Account for each Portfolio.

**Surrender Value** - is equal to the Annuity Account Value on the Transaction Date of the surrender, less premium tax, if applicable

**Transaction Date** - the date on which any Contribution or Request from the Owner will be processed. Contributions and Requests received after 4:00 p.m. ET will be deemed to have been received on the next Business Day. Requests will be processed and the Annuity Account Value will be valued on each day that the New York Stock Exchange is open for trading.

**Transfer** - the moving of amounts between and among the Sub- Account(s).

**Valuation Date** - the date on which the net asset value of each Portfolio is determined.

**Valuation Period** - the period between two successive Valuation Dates.



## Individual Flexible Premium Variable Annuity Application

<b>Contract Owner:</b>	<b>Joint Owner (Spouse only)</b> <i>*Not applicable if this is a Qualified Annuity Contract</i>
Full Legal Name	Full Legal Name
Street Address (no P.O. Box please)	Street Address
Street Address (continued)	Street Address (continued)
City, State Zip	City, State Zip
Email Address	Email Address
Phone – daytime	Phone – daytime
Phone – evening	Phone – evening
Social Security # or Tax ID	Social Security # or Tax ID
Date of Birth	Date of Birth

<b>Annuitant:</b> <input type="checkbox"/> <b>Annuitant is the same as Owner.</b>	<b>Contingent Annuitant:</b> <input type="checkbox"/> <b>Contingent Annuitant is the same as Joint Owner</b> <i>*Not applicable if this is a Qualified Annuity Contract</i>
Full Legal Name	Full Legal Name
Street Address	Street Address
City, State Zip	City, State Zip
Sex <input type="checkbox"/> Male <input type="checkbox"/> Female	Sex <input type="checkbox"/> Male <input type="checkbox"/> Female
Email Address	Email Address
Phone	Phone
Social Security # or Tax ID	Social Security # or Tax ID
Date of Birth	Date of Birth

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**Beneficiary**

If you need additional space, please use a separate sheet.

**If no Beneficiary is named, the Owner's estate will be deemed to be the Beneficiary**

_____ Name (first/middle/last)	_____ SSN	_____ Birth date	_____ Percentage	_____ Relationship
_____ Name (first/middle/last)	_____ SSN	_____ Birth date	_____ Percentage	_____ Relationship
_____ Name (first/middle/last)	_____ SSN	_____ Birth date	_____ Percentage	_____ Relationship

**Percentages must equal 100%. (Please use whole numbers; no fractional percentages)**

---

**Contingent Beneficiary**

If you need additional space, please use a separate sheet.

**The naming of a Contingent Beneficiary is optional.**

_____ Name (first/middle/last)	_____ SSN	_____ Birth date	_____ Percentage	_____ Relationship
_____ Name (first/middle/last)	_____ SSN	_____ Birth date	_____ Percentage	_____ Relationship
_____ Name (first/middle/last)	_____ SSN	_____ Birth date	_____ Percentage	_____ Relationship

**Percentages must equal 100%. (Please use whole numbers; no fractional percentages)**

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**Type of Annuity and Purchaser:**

☐ **Qualified**

☐ **Non-Qualified**

☐ Traditional IRA

☐ [Roth IRA]

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**Source of Funds:**

Minimum initial contribution: [\$10,000.]

Subsequent minimum contributions: \$500; \$100 if paid through an Automatic Bank Draft.

**Qualified:**

☐ Transfer all or a portion of funds from my existing IRA annuity or other qualified plan. (*Complete IRA Rollover/Transfer Form.*)

☐ Check is attached for a new IRA for tax year(s): \_\_\_\_\_.

**Non-Qualified:**

☐ Transfer all or a portion of funds from my existing annuity or life insurance policy. (*Additional forms are required.*)

☐ Transfer \$ \_\_\_\_\_ from my brokerage account number \_\_\_\_\_.

☐ Check is attached.

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**Death Benefit Options:**

Select one: (*Death Benefit Option 1 will apply unless Option 2 is chosen.*)

**Mortality & Expense Charge**

☐ Death Benefit Option 1 – Return of Account Value ..... [.25%]

☐ Death Benefit Option 2 – Guaranteed Minimum Death Benefit\* ..... [.45%]

**\*Death Benefit Option 2 is not available to any Owner, Annuitant, or Contingent Annuitant over age 80.**

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**Sub-Accounts** Initial premium will be allocated to the Sub-Accounts specified below subject to the Right to Examine provisions on the front cover of your Contract. Your allocation of premium to an Income Sleeve Sub-Account signifies your election of the GLWB.

%	Alger Small Cap Growth S	%	Maxim Lifetime 2015 II T
%	American Century VP Inflation Prot II	%	Maxim Lifetime 2025 II T
%	American Century VP Mid Cap Value II	%	Maxim Lifetime 2035 II T
%	Columbia VP Small Cap Value 2	%	Maxim Lifetime 2045 II T
%	Delaware VIP Emerging Markets Svc	%	Maxim Lifetime 2055 II T
%	Delaware VIP Small Cap Value Series Svc	%	Maxim Loomis Sayles Bond
%	Delaware VIP REIT Series Svc	%	Maxim Loomis Sayles SmallCap Value
%	Dreyfus IP Technology Growth Svc	%	Maxim MFS International Growth Portfolio
%	Dreyfus VIF Appreciation Svc	%	Maxim Moderate Profile I
%	Dreyfus VIF International Value Svc	%	Maxim Moderately Aggressive Profile I
%	DWS Capital Growth VIP B	%	Maxim Moderately Conservative Profile I
%	DWS Dreman Small Mid Cap Value VIP B	%	Maxim Money Market Port
%	DWS Global Small Cap Growth VIP B	%	Maxim Putnam High Yield Bond
%	DWS Large Cap Value VIP B	%	Maxim S&P 500 Index Portfolio
%	Invesco Van Kampen VI Gr and Inc Ses II	%	Maxim S&P Midcap 400® Index
%	Invesco VI Core Equity II	%	Maxim Short Duration Bond
%	Invesco VI Global Real Estate II	%	Maxim Stock Index
%	Invesco VI International Growth II	%	Maxim T. Rowe Price MidCap Growth
%	Invesco VI Small Cap Equity II	%	Maxim Templeton Global Bond
%	Janus Aspen Balanced Svc	%	Maxim US Government Mort Secs
%	Janus Aspen Flexible Bond Svc	%	Neuberger Berman AMT Socially Responsive S
%	Janus Aspen Overseas Svc	%	PIMCO VIT Commodity Real Ret Strat Adv
%	Janus Aspen Perkins Mid Cap Value Svc	%	PIMCO VIT Low Duration Adv
%	Lazard Retirement US Sm-Mid Cap Eq Ser	%	PIMCO VIT Real Return Adv
%	Maxim Aggressive Profile I	%	PIMCO VIT Total Return Adv
%	Maxim Ariel Midcap Value	%	Putnam VT American Government Inc IB
%	Maxim Bond Index	%	Putnam VT Capital Opportunities IB
%	Maxim Conservative Profile I	%	Putnam VT International Growth IB
%	Maxim Federated Bond Portfolio	%	Putnam VT Voyager IB
%	Maxim Index 600 Portfolio	%	T. Rowe Price Health Sciences Port II
%	Maxim International Index Initial	%	UIF Mid Cap Growth II
%	Maxim Invesco ADR	%	Van Eck VIP Tr Global Hard Assets S]

**Income Sleeve Sub-Account (Upon allocation to any of the below Sub-Accounts, you are electing the Rider)**

%	[Maxim Secure Foundation <sup>SM</sup> Balanced Portfolio (Class L) <sup>1</sup> ]	
		<b>Total Investment Sleeve and Income Sleeve Allocation must equal 100%</b>

**You may change your allocations online or by calling the Annuity Service Center at [1-877-723-8723] from 8:00 am-6:30 pm ET.**

**[Electronic Consent**

Great-West Life & Annuity is authorized to provide all regulatory materials, such as the prospectus and annual reports to me in an electronic format ☐ YES ☐ NO Email Address: \_\_\_\_\_]

<sup>1</sup> I acknowledge that upon an allocation to an Income Sleeve Sub-Account, a Guarantee Benefit Fee applies.

**Replacement** Do you have any life insurance or annuity contracts in force? ☐ YES ☐ NO

Will any existing annuity or insurance contract, including any Great-West Life & Annuity Insurance Company contracts, be replaced, modified, or any value of any annuity or insurance contract be used to purchase the proposed Contract? (State law requires that you provide this information when you replace any life insurance policy or annuity contract with another.)

☐ **YES, this Contract would replace the life insurance policy or annuity listed below.**

☐ **NO, this Contract would not replace another life insurance policy or annuity.**

Annuitant/Insured on Existing Policy	
Agent Signature	Existing Company
Policy No.	Approximate Amount \$

*Note: Carefully consider whether a replacement is in your best interest by making a comparison of your existing contract and the proposed one. We encourage you to contact your current insurance company to determine if there are any charges or penalties that will be assessed upon replacement.*

**Automatic Bank Draft Form**

(optional)

Bank Name	ABA Number
Bank Street Address	City, State Zip
Automatic bank draft start date	Checking Account #
Additional Monthly Amount	
I/We hereby request and authorize the above-referenced bank (the "Bank") to charge my/our account checks or electronic fund transfer debits processed by and payable to the order of Great-West Life & Annuity Insurance Company, Annuity Administration Department, P.O. Box 173920, Denver, CO 80217-3920 provided there are sufficient collected funds in said account to pay the same upon presentation. It will not be necessary for any officer or employee of Great-West Life to sign such checks. I/We agree that the Bank's rights in respect to each such check shall be the same as if it were a check drawn on the Bank and signed personally by me/us. This authority is to remain in effect until revoked by me/us, and until the Bank actually receives such notice, I/we agree that the Bank shall be fully protected in honoring any such check or electronic fund transfer debit. In addition to regular bank draft, I/we authorize such ad hoc drafts as are requested through the Annuity Service Center. I/We further agree that if any such check or electronic fund transfer debit be dishonored, whether with or without cause and whether intentionally or inadvertently, the Bank shall be under no liability whatsoever even though such dishonor results in the forfeiture of insurance or investment loss to me/us.	
Signature(s) EXACTLY as shown on bank records	Signature(s) EXACTLY as shown on bank records
Print full legal name(s)                      Date	Print full legal name(s)                      Date

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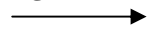
**Signatures**

I understand that I am applying for a Flexible Premium Variable Annuity, Contract Form J555, issued by Great-West Life & Annuity Insurance Company. I declare that all statements made on this application are true to the best of my knowledge and belief.

**I acknowledge receipt of the prospectus for the variable annuity contract. I understand that amounts allocated to a Sub-Account are variable and are not guaranteed as to dollar amount.**

I hereby direct that my telephone instructions to the Annuity Service Center and/or those I submit via any Internet site and/or e-mail address as identified in the prospectus, be honored for transactions unless otherwise notified by me in writing. I understand that telephone calls may be recorded to monitor the quality of service I receive and to verify contract transaction information. The Annuity Service Center will use reasonable procedures to confirm that instructions communicated by telephone or electronically are genuine. If such procedures are followed, Great-West Life & Annuity Insurance Company will not be liable for any losses due to unauthorized or fraudulent instructions. If a transfer from my brokerage account is indicated in this application, I authorize my broker to transfer the amount specified. I certify under penalty of perjury that the taxpayer identification numbers listed on this application are correct and that I am not subject to backup withholding. The Internal Revenue Service does not require my consent to any provision of this document other than the certifications required to avoid backup withholding.

**Sign Here**



---

Signature of Contract Owner

---

Date

---

Signature of Joint Contract Owner

---

Date

---

Full Name of Contract Owner

---

Full Name of Joint Contract Owner

---

**For Agent  
Use Only**

Does the applicant have existing life insurance policies or annuity contracts? ☐ Yes ☐ No

Do you have reason to believe the annuity applied for will replace any life insurance or annuity with us or with any other company? ☐ Yes ☐ No

Do you believe the contract is suitable for the retirement and insurance needs of the applicant?  
☐ Yes ☐ No ☐ Information not provided by the applicant

---

Agent Signature

---

Date

Annuity contracts are issued by:

**Great-West Life & Annuity Insurance Company**

8515 East Orchard Road, Greenwood Village, Colorado, 80111.

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**For Internal Use Only:**

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Rep Code

---

Source Code

---

Lead Source

---

Date

## FRAUD WARNINGS

**[California:** For your protection, California law requires the following to appear on this form: Any person who knowingly presents false or fraudulent claim for the payment of a loss is guilty of a crime and may be subject to fines and confinement in state prison.

**Colorado:** It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete, or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado division of insurance within the department of regulatory agencies.

**Connecticut:** Any person who, knowingly, and with intent to defraud any insurance company or other person, files an application for insurance or statement of claim containing any materially false information, or conceals, for the purpose of misleading, information concerning any fact material thereto, may commit a fraudulent insurance act, determined by a court of competent jurisdiction.

**District of Columbia:** Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

**Florida:** Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

**Kentucky:** Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime.

**Maine, Tennessee and Virginia:** It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties may include imprisonment, fines or a denial of insurance benefits.

**Maryland:** Any person who knowingly and willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly and willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

**Massachusetts and Oregon:** Any person who knowingly and with the intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which may be a crime and may subject such person to criminal and civil penalties.

**New Jersey:** Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

**Ohio:** Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement is guilty of insurance fraud.

**Vermont:** Any person who knowingly presents a false statement in an application for insurance may be guilty of a criminal offense and subject to penalties under state law.

**Washington:** It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.

**All Other States:** Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.]

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## Supporting Document Schedules

		Item Status:	Status Date:
<b>Bypassed - Item:</b>	Flesch Certification		
<b>Bypass Reason:</b>	NA		
<b>Comments:</b>			
		Item Status:	Status Date:
<b>Bypassed - Item:</b>	Application		
<b>Bypass Reason:</b>	See Forms Schedule Tab		
<b>Comments:</b>			
		Item Status:	Status Date:
<b>Bypassed - Item:</b>	Life & Annuity - Acturial Memo		
<b>Bypass Reason:</b>	NA - policy page only		
<b>Comments:</b>			
		Item Status:	Status Date:
<b>Satisfied - Item:</b>	Cover Letter		
<b>Comments:</b>			
<b>Attachment:</b>	AR Refile Letter.pdf		
		Item Status:	Status Date:
<b>Satisfied - Item:</b>	Statement of Variability - Application		
<b>Comments:</b>			
<b>Attachment:</b>	Statement of Variability _J555 Application_.pdf		



8515 East Orchard Road  
Greenwood Village, CO 80111 Tel. (303) 737-3000  
Address mail to: P.O. Box 1700, Denver, CO 80201  
**www.gwla.com**

December 15, 2011

Arkansas Department of Insurance  
1200 West Third Street  
Little Rock, AR 72201-1904

NAIC No.: 769-68322

Re: Limited Filing  
**Individual Flexible Premium Variable Annuity Submission**  
Revised page 5, **Form J555SA**

Refiling  
**Individual Flexible Premium Variable Annuity Application Submission**  
**Form J555app**

Dear Ladies and Gentlemen:

Enclosed for your review and approval is the above referenced policy page and application. The policy page, included in policy form J555SA, was reviewed and approved in your state on October 4, 2011 under SERFF Filing number GWRE-127655589. ***This policy has never been issued in your state since its approval.***

This policy page is being updated to clarify the definition of Payout Election Date to clearly set forth that the payout election date chosen must be before the Annuitant's 91<sup>st</sup> birthday. No other changes have been made to the policy form.

The Company is also re-filing the application form, J555app, to replace the previously approved form also approved in your state in the same filing referenced above. The only change to the previously approved form is the addition of a consent for electronic delivery in the event that the Company seeks to use electronic delivery. ***This form has never been used your state since its approval.***

\* \* \* \* \*

- The above captioned form is exempt from the Flesch readability requirements because the product is a "security" under the federal securities laws.
- No dividends are payable.
- The above captioned forms are not intended for internet use.
- The forms are exempt from filing in Colorado, the Company's state of domicile, pursuant to Regulation 5-92. Colorado requires a fee to be paid each February 28th based on the Company's direct written premium. If appropriate, a retaliatory fee has been paid in your state in conjunction with your annual premium tax return.

These forms are submitted in final print, but the Company reserves the right to change the spacing and font size of the type without re-filing. To the best of our knowledge, this submission complies with your state laws and regulations. We look forward to your approval, but if you have any questions or need further information, kindly call me at (303) 737-1069. As always, we appreciate your diligence and courtesy.

Sincerely,

A handwritten signature in black ink that reads "Sharon Riley".

Sharon Riley  
Senior Manager  
Regulatory Services  
Email: sharon.riley@gwl.com



**Statement of Variability – Individual Flexible Premium Variable Annuity  
Application**

J555-app (or applicable state variation)

**Front Cover**

COMPANY'S ADDRESS AND PHONE NUMBER- Company address is bracketed in the event the Company's address changes or phone numbers due to operational issues.

**Page 2:**

TYPE OF ANNUITY & PURCHASER -

The Company has not yet determined if this product will be available using Roth IRA monies. The Roth IRA box is bracketed until the determination has been made, which will be prior to implementation.

**Page 2:**

DEATH BENEFIT OPTIONS

The Mortality & Expense Charges for Death Benefit Option 1 and Option 2 are bracketed in the event that the Company seeks to increase or decrease the charge for such reasons, including but not limited to, current market conditions, Owner demand, changes in the design, etc. The minimum and maximum Mortality & Expense Charge for Death Benefit Option 1 is between 0% and 1%. The minimum and maximum Mortality & Expense Charge for Death Benefit Option 2 is between 0% and 1.5%.

**Pages 3-4:**

SUB-ACCOUNTS:

The funds have been bracketed to indicate that Great-West may offer different funds in the future.

ELECTRONIC CONSENT

This question has been bracketed pending the ability of Great-West to administer this answer.

**Page 4**

PHONE NUMBER

The Company's phone number is bracketed in the event it must change due to operational issues.

**Page 6**

FRAUD WARNINGS

The fraud warnings are bracketed in the event that a particular state changes or modifies its current fraud laws.